

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

UPLIFT RX, LLC ¹

Debtor(s).

CASE NO.: 17-32186

CHAPTER 11

Jointly Administered

**DEBTORS' EMERGENCY MOTION TO ALLOW THE DEBTORS' FINANCIAL
ADVISOR, BRUCE BUCHANAN, TO APPEAR TELEPHONICALLY AS A WITNESS
AT THE FIRST DAY HEARING ON APRIL 11, 2017 AT 10:30 A.M. CST**

NOTICE OF HEARING

The Court will conduct a hearing on this Motion on APRIL 11, 2017 at 10:30 a.m. CST before the Honorable Marvin Isgur at the United States Bankruptcy Court for the Southern District of Texas, 515 Rusk, Courtroom 404, Houston, Texas 77002.

Parties wishing to appear telephonically may do so by calling 712-432-3100, Code 815978, press 5* to speak.

Uplift Rx, LLC, and its debtor affiliates in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), file this Emergency Motion to allow their financial advisor, Bruce Buchanan of Price Waterhouse Coopers (“**Mr. Buchanan**”), to appear telephonically at the first

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Uplift Rx, LLC (9306); Belle Pharmacy, LLC (0143); Alliance Medical Holdings, LLC (5945); Geneva Pharmacy, LLC (1929); Ohana Rx, LLC (1722); Benson Pharmacy, Inc. (6606); Kendall Pharmacy, Inc. (0825); Richardson Pharmacy, LLC (9566); Innovative Rx, LLC (9986); Charleston Rx, LLC (5852); On Track Rx, LLC (9021); Uinta Rx, LLC (7157); Goodman Pharmacy, LLC (9373); BrooksideRx, LLC (5927); Osceola Clinic Pharmacy, LLC (4886); Oak Creek Rx, LLC (9722); Waverly Pharmacy, LLC (7342); Newton Rx, LLC (9510); Lone Peak Rx, LLC (5973); Improve Rx, LLC (9120); New Jersey Rx, LLC (0035); Berkshire Pharmacy, LLC (9197); Health Saver Rx, LLC (7810); Best Rx, LLC (0346); Delaney Pharmacy, LLC (7497); New Life Pharmacy, LLC (8292); Skyline Health Services, LLC (6876); Stonybrook Pharmacy, LLC (7700); Woodward Drugs, LLC (2385); Bridgestone Pharmacy, LLC (5294); Brookhill Pharmacy, LLC (5296); Burbank Pharmacy, LLC (5227); Canyons Pharmacy, LLC (1744); Cheshire Pharmacy, LLC (6370); Conoly Pharmacy, LLC (0367); Cottonwood Pharmacy, LLC (5131); Galena Pharmacy, LLC (0672); Garnett Pharmacy, LLC (6505); Hawthorne Pharmacy, LLC (5345); Hazelwood Pharmacy, LLC (1088); Medina Pharmacy, LLC (8987); Raven Pharmacy, LLC (5671); Glendale Square Rx, Inc. (1022); Lockeford Rx, Inc. (1853); Pinnacle Pharmacy Solutions, LLC (9760); Riverfront Rx, LLC (7152); Riverbend Prescription Services, LLC (1862); Raven Pharmacy Holdings, LLC (2464); Bridgestone Pharmacy Holdings, LLC (2840); Crestwell Pharmacy Holdings, LLC (1503); Galena Pharmacy Holdings, LLC (8609); Geneva Rx Holdings, LLC (8247); Hawthorne Rx Holdings, LLC (9531); Woodward Rx Holdings, LLC (2173); Philadelphia Pharmacy Holdings, LLC (8526); Health Rx Holdings, LLC (0909); Canyon Medical, LLC (4915); Alliance Medical Administration, Inc. (2899); Ollin Pharmaceutical, LLC (9815); Alta Distributors, LLC (7407); Eat Great Café, LLC (2314); Alliance Health Networks, LLC (1815). The Debtors’ mailing address is Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095.

day hearing scheduled for April 11, 2017 at 10:30 a.m. CST (“**First Day Hearing**”), and state as follows in support:

1. On April 7-9, 2017 (the “**Petition Dates**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to section 1107(a) and 1008 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Additional information regarding the circumstances leading to the commencement of these chapter 11 cases and information regarding the Debtors’ business is set forth in the *Declaration of Jeffrey Smith in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (the “**Declaration**”), which is being filed contemporaneously with this motion.

3. On April 10, 2017, the Court entered orders directing joint administration of the above-captioned cases, and scheduling the First Day Hearing on April 11, 2017.

4. Prior to the First Day Hearing, the Debtors anticipate filing certain first day motions which may include an emergency motion seeking authority for the Debtors to use cash collateral (the “**Cash Collateral Motion**”). In connection with the Cash Collateral Motion, the Debtors may seek to introduce the testimony of their financial advisor, Mr. Buchanan.

5. Mr. Buchanan is currently located in New York City, New York, and has an unavoidable conflict which will prevent Mr. Buchanan from being physically present at the First Day Hearing in Houston, Texas.

6. This Court’s procedures provide that “[w]itnesses may not be presented by dial-in and witnesses may not be examined by telephone, except in emergency situations if the Court

determines to waive this prohibition for good cause.” (*See Court Procedures Marvin Isgur United States Bankruptcy Judge*, ¶ 2(b)(ii)).

7. In this case, good cause exists to allow Mr. Buchanan to testify telephonically. He is unable to travel to Houston and, due to the emergency nature of the Debtors’ bankruptcy filings, had limited prior notice of upcoming First Day Hearing. Additionally, Mr. Buchanan’s testimony could be critical with regard to certain first day motions, including the Cash Collateral Motion. Mr. Buchanan will be present before a person who is authorized under the laws of the State of New York to accept an oath and any documents used will be filed prior to the First Day Hearing as an exhibit on the Court’s CM/ECF system.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit “A,”** granting this emergency motion to allow Bruce Buchanan to testify telephonically at the hearing set on April 11, 2017 at 10:30 a.m. and granting all other relief that is appropriate under the circumstances.

Dated: April 10, 2017

Respectfully submitted,

BAKER & HOSTETTLER, LLP

/s/ Elizabeth A. Green

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Proposed Counsel for Debtors

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on April 10, 2017, a true copy of the foregoing was filed with the Court using the CM/ECF System which provided notice to all parties requesting such notice at the time of docketing.

I FURTHER CERTIFY that on April 10, 2017, a true copy was provided to the following via email:

Zions First National Bank:

Michael Johnson, Esq. MJohnson@rqn.com

Kevin Glade, Esq. kglade@RQN.COM

Michael Mayfield, Esq. mmayfield@RQN.COM

Richard H. Madsen, II, Esq. rmadsen@RQN.COM

Robert Wing, Esq. RWing@rqn.com

US Trustee:

USTPRegion07.HU.ECF@USDOJ.GOV

I FURTHER CERTIFY that on April 10, 2017, a true copy will be provided to the following via facsimile and/or email and U.S. First Class Postage Prepaid Mail (and an Amended

Certificate of Service will be filed with the Court) on: Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095 (Debtor); and the Debtors' 20 Largest Unsecured Creditors (on a consolidated basis).

/s/ Elizabeth A. Green

Elizabeth A. Green, Esq.

Fed ID#: 903144

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

UPLIFT RX, LLC ²

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CASE NO.: 17-32186

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**ORDER GRANTING DEBTORS' EMERGENCY MOTION
TO ALLOW THE DEBTORS' FINANCIAL ADVISOR,
BRUCE BUCHANAN, TO APPEAR TELEPHONICALLY AS A WITNESS
AT THE FIRST DAY HEARING ON APRIL 11, 2017 AT 10:30 A.M. CST**

THESE CASES came on for consideration of the *Debtors' Emergency Motion to Allow the Debtors' Financial Advisor, Bruce Buchanan, to Appeal Telephonically as a Witness at the First Day Hearing on April 11, 2017 at 10:30 a.m. CST* (Doc. No. ____) (the "Motion"). After reviewing the Motion and the record in these cases, the Court finds it appropriate to grant the Motion. Accordingly, it is

ORDERED:

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Uplift Rx, LLC (9306); Belle Pharmacy, LLC (0143); Alliance Medical Holdings, LLC (5945); Geneva Pharmacy, LLC (1929); Ohana Rx, LLC (1722); Benson Pharmacy, Inc. (6606); Kendall Pharmacy, Inc. (0825); Richardson Pharmacy, LLC (9566); Innovative Rx, LLC (9986); Charleston Rx, LLC (5852); On Track Rx, LLC (9021); Uinta Rx, LLC (7157); Goodman Pharmacy, LLC (9373); BrooksideRx, LLC (5927); Osceola Clinic Pharmacy, LLC (4886); Oak Creek Rx, LLC (9722); Waverly Pharmacy, LLC (7342); Newton Rx, LLC (9510); Lone Peak Rx, LLC (5973); Improve Rx, LLC (9120); New Jersey Rx, LLC (0035); Berkshire Pharmacy, LLC (9197); Health Saver Rx, LLC (7810); Best Rx, LLC (0346); Delaney Pharmacy, LLC (7497); New Life Pharmacy, LLC (8292); Skyline Health Services, LLC (6876); Stonybrook Pharmacy, LLC (7700); Woodward Drugs, LLC (2385); Bridgestone Pharmacy, LLC (5294); Brookhill Pharmacy, LLC (5296); Burbank Pharmacy, LLC (5227); Canyons Pharmacy, LLC (1744); Cheshire Pharmacy, LLC (6370); Conoly Pharmacy, LLC (0367); Cottonwood Pharmacy, LLC (5131); Galena Pharmacy, LLC (0672); Garnett Pharmacy, LLC (6505); Hawthorne Pharmacy, LLC (5345); Hazelwood Pharmacy, LLC (1088); Medina Pharmacy, LLC (8987); Raven Pharmacy, LLC (5671); Glendale Square Rx, Inc. (1022); Lockeford Rx, Inc. (1853); Pinnacle Pharmacy Solutions, LLC (9760); Riverfront Rx, LLC (7152); Riverbend Prescription Services, LLC (1862); Raven Pharmacy Holdings, LLC (2464); Bridgestone Pharmacy Holdings, LLC (2840); Crestwell Pharmacy Holdings, LLC (1503); Galena Pharmacy Holdings, LLC (8609); Geneva Rx Holdings, LLC (8247); Hawthorne Rx Holdings, LLC (9531); Woodward Rx Holdings, LLC (2173); Philadelphia Pharmacy Holdings, LLC (8526); Health Rx Holdings, LLC (0909); Canyon Medical, LLC (4915); Alliance Medical Administration, Inc. (2899); Ollin Pharmaceutical, LLC (9815); Alta Distributors, LLC (7407); Eat Great Café, LLC (2314); Alliance Health Networks, LLC (1815). The Debtors' mailing address is Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095.

1. The Motion is granted. Mr. Bruce Buchanan shall be permitted to testify via telephone at the April 11, 2017 hearing in the above-captioned cases, provided that he is present before a person authorized under the laws of the State of New York to take oath such that he may be properly sworn in as a witness.

2. To the extent the Debtors seek to admit documents into evidence in connection with Mr. Buchanan's testimony at the April 11, 2017 hearing, such documents must be filed as exhibits in the CM/ECF system prior to the hearing. The Debtors' filing of documents on the CM/ECF system shall not affect the admissibility of such documents.

DATED: _____

Marvin Isgur
UNITED STATES BANKRUPTCY JUDGE